

320.38.007
gr



P.O. Box 3128
Houston, TX 77253
Telephone 713/629-6600

January 7, 2005

RECEIVED

BY FEDERAL EXPRESS AND FACSIMILE

JAN 11 2005

Ms. Emily Youcha
Mr. Michael Jaynes
Alaska Dept. of Environmental Conservation
610 University Avenue
Fairbanks, AK 99709-3643

**CONTAMINATED
SITES
FAIRBANKS**

Re: Camp Lonely Landfill Request for Information

Dear Ms. Youcha and Mr. Jaynes:

I am writing in response to your letter of November 4, 2004, regarding the Camp Lonely Landfill ("the Site") in northern Alaska and the Alaska Department of Environmental Conservation's ("ADEC") request for additional information. We have completed the "ADEC Potentially Responsible Party Information Request Form," but believe that a cover letter explaining our response is appropriate.

Your letter of November 4, 2004, states "(t)his letter is being sent to Marathon Oil Company ("Marathon") because ADEC has determined that Husky Oil Company may be responsible for responding to ... contamination at the Camp Lonely landfill formerly used by Husky Oil Company during the 1970's." To the best of our information, knowledge and belief, this statement is incorrect. Please recall that in response to Marathon's inquiry as to why ADEC believed Marathon was potentially involved with the Site, ADEC provided us with a Waste Disposal Permit No. NR-32-77 (amended) and Application (Attached as Tab A hereto). These documents clearly show the operator who applied for the permit was **not** Husky Oil Company ("HOC"), but rather, a totally different entity named Husky Oil NPR Operations, Inc. ("Husky NPR"). **Husky NPR was never merged into Marathon or HOC. Furthermore, to the best of our information, knowledge and belief, neither Marathon nor HOC ever owned or operated the Site.** The enclosed Delaware Secretary of State listings demonstrate that Husky NPR and HOC are two separate and distinct corporate entities (TAB B hereto). Furthermore, please note that Husky NPR's April 20, 1977 cover letter that transmitted the Application for disposal, recites that the Permit would be for "the exclusive use of the United States Navy and its NPR-4 Operator." The subsequently issued Permit No. NR-32-77, recites on its cover sheet that "(t)his Waste Disposal Permit is issued to the U.S. Geological Survey...." To the best of our information, knowledge and belief, neither Marathon nor HOC were ever a party to these operations or permit.

Ms. Youcha and Mr. Jaynes
January 7, 2005
Page 2

Factual Background of the companies

By way of more background information, all of the stock of Husky NPR, at the time of those operations referred to in your letter of November 4, 2004, was owned by HOC. In 1984, Marathon wanted to purchase HOC, but not including the stock of several of its subsidiaries. **Husky NPR was one of the subsidiaries that was not to be included in the acquisition by MOC.** Thus, prior to Marathon's purchase of HOC stock, HOC sold the stock of various of its subsidiaries, including Husky NPR, to its parent, Husky Oil Ltd. ("Husky Canada"). After the stock of Husky NPR (and several other subsidiaries) was sold by HOC to Husky Canada, Marathon then purchased the stock of HOC (see excerpts from the Stock Purchase Agreement dated March 28, 1984 and the Closing Memorandum dated May 31, 1984, both attached hereto as TAB C). Therefore, Marathon never purchased the stock nor any assets of Husky NPR, and thus no assets or liabilities relating to Husky NPR were ever transferred to Marathon.

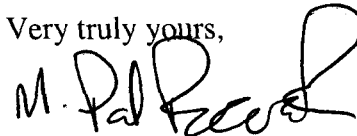
Marathon never owned or operated Husky NPR

From this explanation, you can see that Marathon clearly never owned, operated or was otherwise responsible for any actions previously taken by Husky NPR. Nor were any records of Husky NPR's operations ever transferred to Marathon. We are, by copy of this letter, providing your request for information to Husky Canada, as they, as owners of Husky NPR, may have information as to what happened at the site, and what happened to Husky NPR after the stock was transferred to them.

We believe that based on the above facts, Marathon does not meet any of the criteria of a potentially responsible party under Alaska Statute 46.03.822, as it was never an owner or operator of the site, and never arranged for disposal at the site.

Should you have any further questions, please do not hesitate to call.

Very truly yours,

A handwritten signature in black ink, appearing to read "M. Paul Peacock". The signature is stylized with a large, looped "P" and "C".

Paul Peacock
Remediation & Special Projects Coordinator
Marathon Oil Company

Enc.

1. Provide name and company affiliation of the person answering the questionnaire.

ANSWER:

Marathon Oil Company ("Marathon")
Paul Peacock, Remediation & Special Projects Coordinator

2. Provide information on who placed, stored, or disposed of wastes at the site, the types and volumes of wastes placed, stored, or disposed of at the site, and when these activities occurred.

ANSWER:

Marathon has confirmed, from documents attached hereto, that a company called Husky Oil Operations NPR Inc. ("Husky NPR") was the operator at the site. Husky NPR was owned by Husky Oil Company, but was sold to Husky Oil Ltd., prior to Marathon's purchase of Husky Oil Company's stock. Thus, Marathon has no knowledge of the types of wastes disposed of on the site, or the date of any such disposal.

3. Provide copies of all studies, reports, and supporting information (including pre-acquisition assessments and work done on behalf of other parties) which you have knowledge of which address past and/or present environmental conditions at the site. Identify the name, title, address, and phone number of the party(s) who are responsible for preparing the studies or information. Information which has been previously submitted need not be submitted again (unless specifically requested in a subsequent communication) if you can provide the name of the office (and name and title of the ADEC representative, if known) to whom the report was previously provided.

ANSWER:

Marathon has no such information.

4. Provide a description of any ongoing or planned investigations or cleanup work at the site. Identify the names, titles, and phone numbers of the individuals responsible for preparing the studies or information.

ANSWER:

Marathon has no such information.

5. Provide a description of known releases at the site (date of occurrence, quantity released, type of substance released, etc.) and a description of corrective measures that were taken. Provide information on any suspected releases, which may have occurred or are occurring.

ANSWER:

Marathon has no such information.

6. Describe the nature of past and present operations at the site, in particular, any actions

that may have caused the release or threat of release at the site.

ANSWER:

Marathon has no such information.

7. Identify persons to whom you leased all or a portion of the property and describe the nature of their operations.

ANSWER:

Marathon has never owned or leased any of the property, and has no knowledge of any operations at the site.

8. Provide a list of persons, and their phone numbers and addresses, who have knowledge about the use, storage or disposal of hazardous materials at the site.

ANSWER:

Parties that may have knowledge include: Husky Oil Ltd., the parent company of Husky NPR. The contact person is Russell A. Robinson, Husky Oil Ltd., 707 Eighth Ave. S.W., Calgary, Alberta, T2P 3G7, Canada

9. Provide other relevant information on the site history, operations, cleanup work, or agreements that may be applicable to this matter.

ANSWER:

Marathon has no such information.

10. Provide information regarding the existence of insurance coverage for damages resulting from releases of hazardous substances and copies of all such insurance policies, both currently in effect and in effect during the periods of activity in question.

ANSWER:

Marathon has no such information.

STATE OF ALASKA
DEPARTMENT OF ENVIRONMENTAL CONSERVATION
POUCH O
JUNEAU, ALASKA 99811

WASTE DISPOSAL PERMIT
(SOLID WASTE MANAGEMENT PERMIT)

Permit No. NR-32-77 (amended)

Date of Issuance: 8-25-78

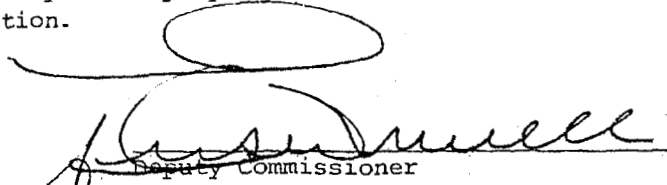
This Waste Disposal Permit is issued to the U.S. Geological Survey, 2525 'C'
Street, Suite 400, Anchorage, AK 99503 for the operation and maintenance of a
solid waste disposal activity
located at the NPRA Camp Lonely, in SE 1/4, Sec. 18, T18N, R5W, Umiat
Meridian, Alaska

and is subject to the conditions and stipulations in sections A.1 through C.9, of this permit and the applicable State laws and regulations.

This permit is issued under provisions of Alaska Statutes, AS 46.03.100-110, Water, Air, and Environmental Conservation, Alaska Administrative Code as amended or revised, and other applicable State laws and regulations.

This permit is effective upon issuance and expires December 31, 1981;
it may be terminated or modified in accordance with AS 46.03.120 and 18 AAC 15.

This permit is not valid until signed by the Deputy Commissioner of the Department of Environmental Conservation.


Deputy Commissioner
Department of Environmental Conservation

NKO

STATE OF ALASKA

DEPT. OF ENVIRONMENTAL CONSERVATION

JAY S. HAMMOND, GOVERNOR

NR-32-77

amended

POUCH O - JUNEAU 99811

CERTIFIED MAIL
RETURN RECEIPT
REQUESTED

August 25, 1978

RECEIVED

AUG 31 1978

DEPT. OF ENVIRONMENTAL
CONSERVATION
NKO

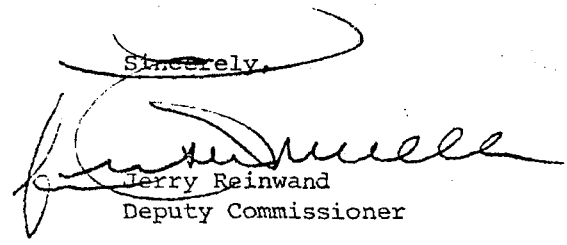
Dr. Max C. Brewer
Chief, Operations NPRA
2525 'C' Street - Suite 400
Anchorage, Alaska 99503

Dear Dr. Brewer:

The Department of Environmental Conservation has completed its evaluation of your Solid Waste Permit application for your NPRA Camp Lonely facility and is issuing the enclosed permit in accordance with AS 46.03.100-110 and 18 AAC 60. Please review the permit's conditions and stipulations and insure they are all understood.

If you disagree with any portion of this permit, you may request an adjudicatory hearing by filing a statement of issues under AS 44.62.370 within thirty (30) days of receipt of this letter. The statement of issues should be mailed to the Alaska Department of Environmental Conservation, Pouch O, Juneau, Alaska 99811, or delivered to their offices at 3220 Hospital Drive, Juneau. The filing of a statement of issues entitles you to an adjudicatory hearing to contest the permit. Failure to file a statement of issues within thirty (30) days of receipt of this letter shall constitute a waiver of your right to judicial review of this permit.

Sincerely,


Jerry Reinwand
Deputy Commissioner

Enclosure

PERMIT CONDITIONS AND STIPULATIONS

A. OPERATION--The permittee shall:

1. Store all kitchen wastes and other putrescible wastes in a safe and sanitary manner prior to incineration. The wastes will at no time be stored where they may attract or be accessible to wildlife.
2. Incinerate all putrescible and combustible wastes and sewage sludges generated by camp operations prior to land disposal.
3. Operate the incinerator(s) in compliance with the Alaska Air Quality Control Regulations, 18 AAC 50.
4. Cleanup and control all littered and windblown material in and around the facility through the use of regular policing or other means as required.
5. Prohibit the landfilling of all liquid wastes including sewage sludge, oil wastes, greases, paints, drilling muds and hazardous or toxic substances.
6. Restrict disposal at the facility to incinerator residue and ash, small metal wastes, glass and other inert and non-hazardous materials.
7. Deposit solid wastes in cells located along the side of the existing pad at locations approved by the department. The cells shall not exceed twenty five feet by fifty feet in width before final cover is applied.
8. Spread the wastes deposited in the cells in layers not exceeding two feet in depth and compact with a heavy tractor or other approved equipment.
9. Limit the total depth of the compacted layer of solid waste to no more than four feet, and cover with two feet of compacted earth upon completion of solid waste filling.
10. Operate only one disposal cell at a time and shall not begin filling a new cell until the previously operated one is completely filled and covered.
11. Limit the height of the finished fill to that of the adjacent pad area.
12. Grade the completed landfill area to promote surface water runoff without erosion. Surface restoration and erosion control work such as revegetation will be required if the department determines that significant erosion has occurred within two years of facility closure.
13. Be allowed to provide final cover and grading the following spring if landfill operation is terminated during the winter.

14. All "disposal prohibited" or salvageable items shall be segregated and stored in an approved location and/or transferred to an approved final disposition location. Maximum storage period shall be one year.

B. MONITORING AND REPORTING--The permittee shall:

1. Notify the Department of Environmental Conservation ten days prior to removal of earthmoving equipment from the completed landfill.
2. Submit two (2) sets of "as-built" or record drawings of the completed facility within ninety (90) days of facility completion and closure. The drawings shall accurately show the limits of all solid waste deposition, both horizontally and vertically, including the limits of each trench. The drawings may be referenced to the State Plane Coordinate System, or other recognized system, or to a monumented, well referenced local system described on the drawings.

C. GENERAL

1. The permittee shall allow the Commissioner of Environmental Conservation or his authorized representative, upon presentation of credentials,
 - a. to enter upon the permittee's premises where waste collection or disposal works are located at such times and upon such terms as the Department may reasonably require, and
 - b. at reasonable times, to have access to and to be allowed to copy any records required to be kept under the terms and conditions of this permit and to inspect any monitoring equipment or monitoring method required in this permit.

2. Availability of Records

Except for information relating to secret processes or methods of manufacture, all records and reports prepared in accordance with the terms of this permit shall be available for public inspection at the offices of the Alaska Department of Environmental Conservation.

3. Civil and Criminal Liability

Nothing in this permit shall be construed to relieve the permittee from civil or criminal penalties for noncompliance, whether or not such noncompliance is due to factors beyond his control, including but not limited to accidents, equipment breakdowns, or labor disputes.

4. Property Rights

The issuance of this permit does not convey any property rights in either real or personal property, or any other privileges; nor does it authorize any injury to private property or any invasion or personal rights, nor any infringements of federal, State or local laws and regulations.

5. Severability

The provisions of this permit are severable and, if any provision of this permit or the application of any provision of this permit to any circumstances is held invalid, the application of such provision to other circumstances and the remainder of this permit shall not be affected thereby. Notwithstanding the above, in the event that such invalidation materially alters the scope or conditions of this permit, the Department shall have the right, at its sole option, to terminate the permit.

6. State Laws

Nothing in this permit shall be construed to preclude the institution of any legal action or relieve permittee from any responsibilities, liabilities, or penalties established pursuant to any applicable State law or regulation.

7. Posting of Permit

The permittee shall post conspicuously and maintain a copy of this permit at the disposal facility.

8. Transfers

This permit is not transferable and is the property of the State of Alaska, Department of Environmental Conservation. Should operation of the facility be contracted or a change in contractors be made, the new contractor shall be notified in writing of the existence of the permit and its conditions. A copy of the written notification shall be forwarded to the Commissioner of the Department of Environmental Conservation.

9. This permit shall be amended to provide for the upgrading or closure of the site, if the facility is classified as an "open dump" in accordance with the inventory and definitions being developed by the Environmental Protection Agency under the Resource Conservation and Recovery Act of 1976, P.L. 94-580.

HUSKY OIL

NPR Operations, Inc.

SUITE 600
3201 "C" STREET
ANCHORAGE, ALASKA 99503

TELEPHONE: 907-276-4566

April 20, 1977

Mr. Douglas Lowery
Northern Regional Office
Department of Environmental Conservation
P. O. Box 1601
Fairbanks, Alaska 99707

VIA

OIC/NPR No. 4
3301 "C" Street, Suite 200
Anchorage, Alaska 99503

RECEIVED
APR 25 1977
DEPT. OF ENVIRONMENTAL
CONSERVATION
NRO

A. E. Corcoran
LCDR A. E. Corcoran, CEC, USN
OIC/PET 4 21 Apr 77

RE: Husky Oil letter to ADEC of February 4,
1977, Outline of Solid Waste Disposal
Plan

Dear Mr. Lowery:

The above referenced letter outlined our disposal plans for solid waste for the Navy Lonely Camp and the various drilling camps as planned. In that plan we proposed to back haul all non-burnable waste that could not be handled by incineration. This plan was accepted by your letter of March 22, with the instruction that incinerators under the capacity of 200 pounds per hour do not require permits.

We had planned that the back haul to Fairbanks or Anchorage of non-burnable materials would be a temporary measure and we could at a later date dispose of metals and ashes in a local landfill. We would like to apply for a permit, to utilize ashes, residual burned metal, some glass, and larger metal pieces as base located construction materials in the extension of our camp work pad. The guidelines we would follow for such disposal are as follows:

1. The location of this facility would be on the western end of the Lonely Camp gravel pad where the differential of elevation between tundra and pad is approximately six feet. Surface drainage in this immediate area is towards the existing pad.



HUSKY OIL

N.P.R. Operations, Inc.

Mr. Douglas Lowery

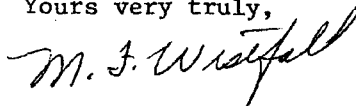
Page Two

April 20, 1977

2. This facility would be for the exclusive use of the United States Navy and its NPR-4 Operator. Putrescible and combustible wastes would be incinerated as previously planned. Ashes from the incinerator, metal scrap and occasional pieces of glass would be the type of materials disposed of by this method. Rubber tires would be back hauled to Anchorage or cut up and burned as stated previously in the incinerator. No open burning will be allowed.
3. Regular policing of the area will be accomplished although it is anticipated that litter and wind blown materials will be minimum due to the nature of the waste to be disposed of in this facility.
4. Disposal trenches will be less than 150 feet long, 25 feet wide and 6 feet deep. Incinerated solid waste will be deposited in layers not exceeding 2 feet and then compacted prior to the addition of further material. Each 4 foot layer of material will be covered with 1 1/2 to 2 foot of gravel to bring the disposal site up to the level of the work pad.
5. Periodic visits of ADEC personnel to inspect the site are welcomed. We will notify the Department 10 days prior to abandonment of the facility for inspection. As built drawings of the camp pad showing the extent of the disposal area will be provided the Department upon completion.
6. We believe this plan fully meets all items outlined in State Regulations 18 AAC 60, "Solid Waste Management".

Thank you.

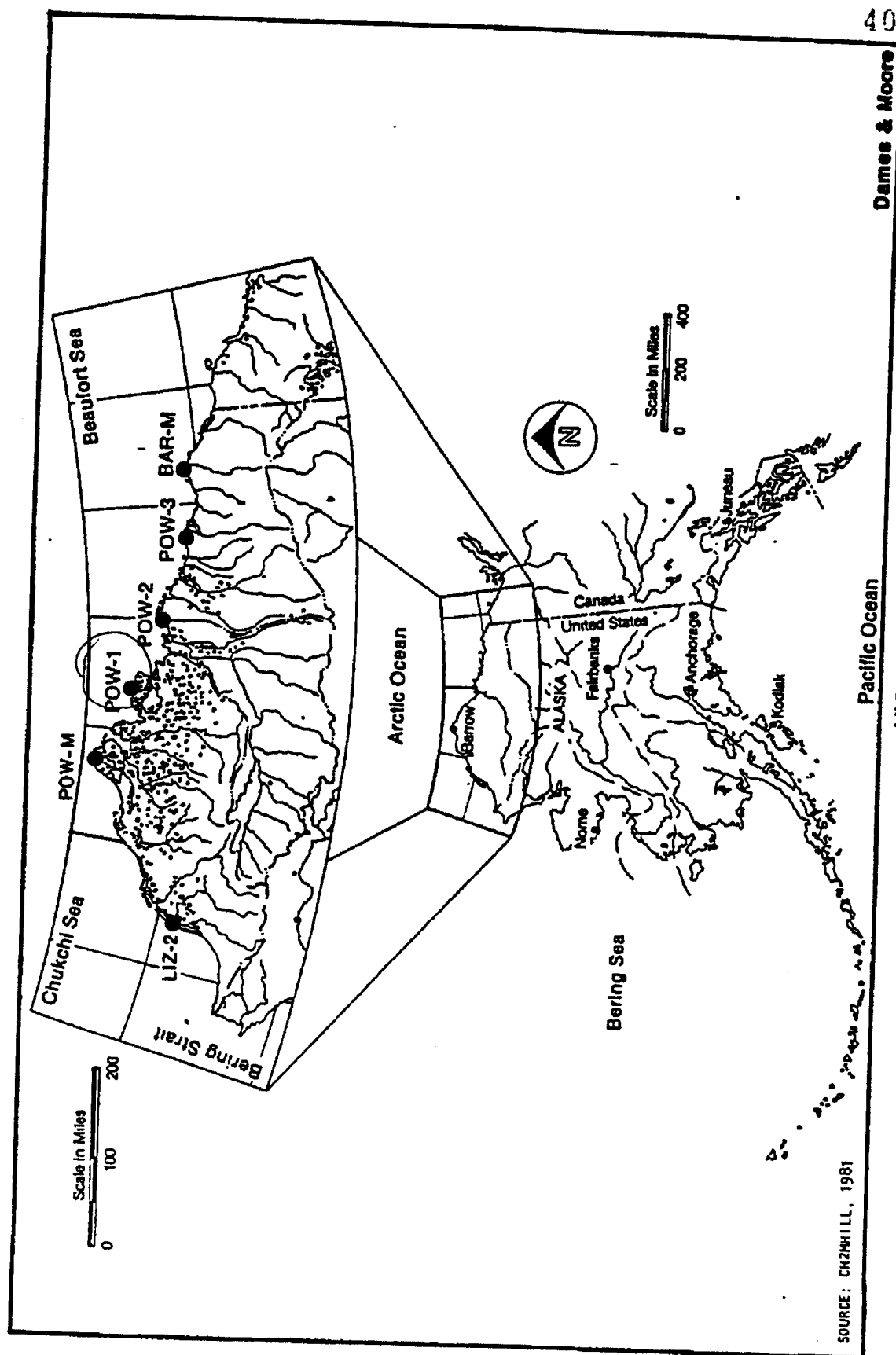
Yours very truly,



M. F. Westfall
Executive Vice President

MFV/JFS/cs

Enclosure



VICINITY MAP
DEW LINE SITES, ALASKA

APPLICATION FOR WASTE DISPOSAL-
SOLID WASTE MANAGEMENT PERMIT

NAME OF ☐ OWNER, ☒ OPERATOR: Husky Oil NPR Operations
MAILING ADDRESS: 3201 "C" Street
CITY Anchorage STATE Alaska ZIP 99503

Type of facility:

<input checked="" type="checkbox"/> Landfill for Metal & Ashes only	<input type="checkbox"/> Resource Recovery
<input type="checkbox"/> Transfer Station	<input type="checkbox"/> Refuse Baling
<input type="checkbox"/> Drop Box Station	<input type="checkbox"/> Refuse Shredding
<input type="checkbox"/> Incinerator	<input type="checkbox"/> Sewage Sludge Disposal
<input type="checkbox"/> Hazardous Waste Processing and/or Disposal	<input type="checkbox"/> Other _____

Location: Camp Lonely Alaska

Type of application:

☒ Permit for new facility
☐ New Permit for existing facility

Existing Permit Number (if applicable) _____

NOTICE TO APPLICANT: Alaska Statutes, sections 40.03.110(a) and (c) require that "application for permit shall be made at least sixty (60) days before commencement of a proposed discharge..", and that the department place the application on public notice in two (2) editions of a locally distributed newspaper with thirty (30) days after last publication date being allowed for written responses.

Additional information may be required to properly evaluate the proposed facility before permit issuance. Notification of additional information requirements will be issued within 15 days of receipt of this application. Please submit two copies of all application material.

Application Requirements:

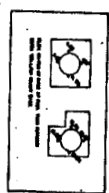
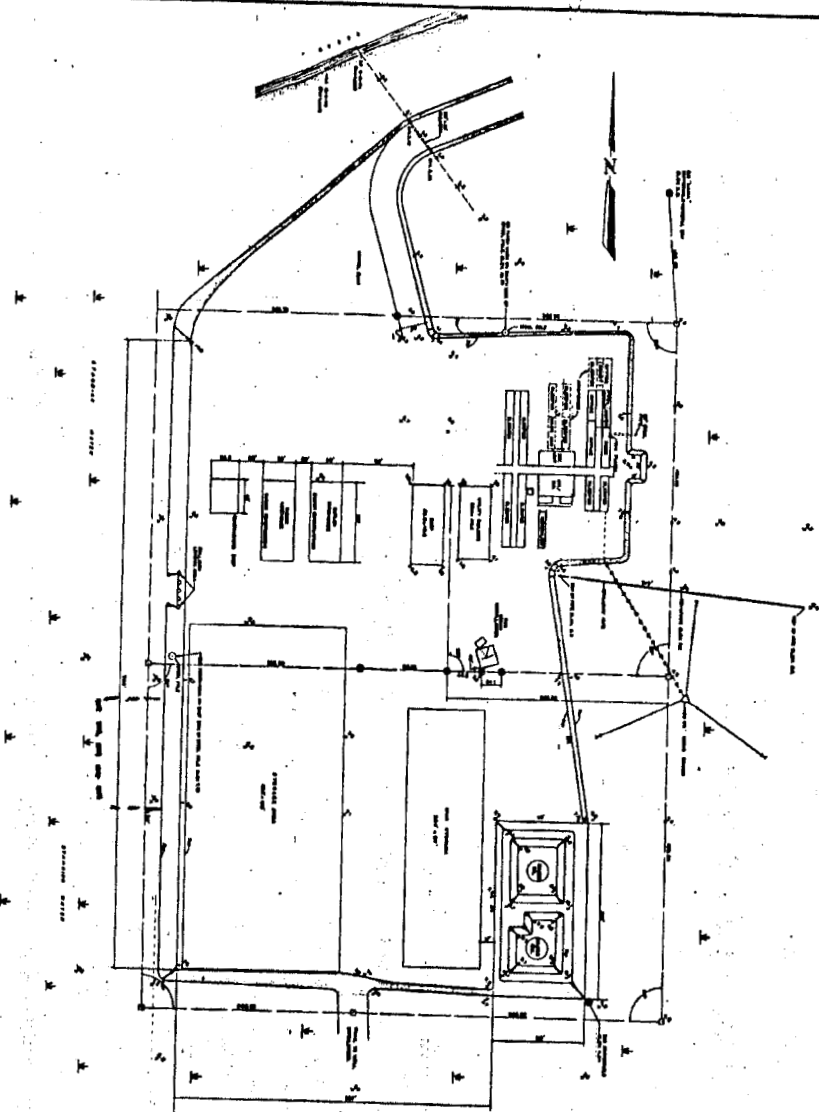
1. Attach a topographic map or aerial photograph, clearly marking the site boundaries, and pertinent features such as existing and proposed surface contours, buildings, fixed equipment, surface waters, surface runoff diversions, fences, highways, access roads, wells within 1/4 mile of the site, area zoning, and adjacent land ownership. Maps or plans of site should have contour interval of 5 feet or less, and they should show present and proposed conditions, proposed working face or trench locations, and facilities for special wastes such as junked automobiles or sewage sludge.
2. Attach data on groundwater depth and direction of movement relative to populated areas and wells, and a description of the soil profile and characteristics including permafrost and ice-rich permafrost in the site. Include average annual precipitation and prevailing wind information, if available.
3. Attach a narrative report describing site operation information including estimate of area and population served, specific waste types to be disposed of, waste quantities received, steps taken to abate and control nuisances such as blowing paper and other litter, odor, dust, vectors and visual aesthetics, and data for specific facilities as follows:

- a. Transfer station -- hours open for public use, duty schedule of site attendants, equipment listing including that available for emergency use, and facility to which refuse is transported for processing or disposal.
- b. Disposal Facility -- hours open to public, duty schedule of site attendants, equipment used at facility, disposal method including compaction techniques, size of operating face, depth of cells, means and frequency of cover application, winter operation considerations, incineration equipment, etc.
- c. Processing and/or Resource Recovery Facility -- hours open to public, duty schedule of site attendants, engineered plans and equipment specifications, process description, product description materials recovered and estimated quantities, storage facilities for recovered materials or refuse derived fuel, and storage and disposal facilities for all materials not recovered.
- d. Hazardous waste facility -- hours open to public, manpower and equipment available, hazardous wastes to be accepted, methods of waste treatment or neutralization, disposal techniques, and employee safety precautions.

4. Attach a narrative plan with map or drawing to show the proposed form of the completed disposal site including contours, surface restoration, and any other planned facilities.

5. Attach a letter from the local government certifying compliance with local ordinances and zoning requirements. If the permit holder is not the owner, include a statement from the property owner detailing the arrangement by which applicant has control of the facility.

6. If the facility is not in compliance with the State regulations 18 AAC 60 "Solid Waste Management", attach a proposed plan and time schedule for attaining compliance. Include reasons to justify non-compliance operation, and the compliance plan and time schedule.



LOVELY CAMP
 STORAGE PAD & CAMP LAYOUT

HUSKY OIL 10000 1st Ave. S.E. Redmond, Oregon 97756 Phone (503) 753-1111		Date: 10/1/87 Drawn by: J.E.C. Scale: 1" = 100'
LOVELY CAMP STORAGE PAD & CAMP LAYOUT		Sheet No. 0001

Oversized document

Original can be found

in Solid Waste file: 320.15,004

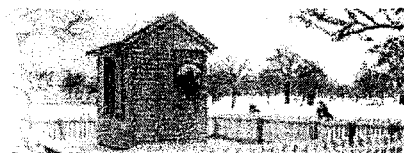
1/18/78	6	ADDED CONTR'S BLDGS, GEN, & CAMP & PAD EXPANSION
8/29/77	5	REVISED PIPE & MUD STORAGE PER P JEANS
11/7/77	4	ADDED PIPE AND MUD STORAGE DATUM
5/6/77	3	PAD EXTENSION OVER OLD BARREL DUMP
3/10/77	2	REMOVED A G CONST. CO. QTRS. & OFFICE FROM SITE/PJ
3/9/77	1	ADDITION SLEEPERS, CONST QTRS. & OFFICE MOVED PER P.J.
10/13/76	0	As - Built

HUSKY OIL <i>APR Operations, Inc.</i> SUITE 800 - 3201 "C" STREET ANCHORAGE, ALASKA 99503		LONELY CAMP STORAGE PAD & CAMP LAYOUT	
SCALE: 1" = 50'		DATE OCTOBER, 76	DWG NO. D007
APPROVAL			



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Entity Details

THIS IS NOT A STATEMENT OF GOOD STANDING

<u>File Number:</u>	0807633	<u>Incorporation Date /</u>	12/05/1974
		<u>Formation Date:</u>	(mm/dd/yyyy)
<u>Entity Name:</u>	HUSKY OIL NPR OPERATIONS, INC.		
<u>Entity Kind:</u>	CORPORATION	<u>Entity Type:</u>	GENERAL
<u>Residency:</u>	DOMESTIC	<u>State:</u>	DE

REGISTERED AGENT INFORMATION

<u>Name:</u>	UNITED STATES CORPORATION COMPANY		
<u>Address:</u>	2711 CENTERVILLE ROAD SUITE 400		
<u>City:</u>	WILMINGTON	<u>County:</u>	NEW CASTLE
<u>State:</u>	DE	<u>Postal Code:</u>	19808
<u>Phone:</u>	(302)636-5400		

Additional Information is available for a fee. You can retrieve Status for a fee of \$10.00 or more detailed information including current franchise tax assessment, current filing history and more for a fee of \$20.00.

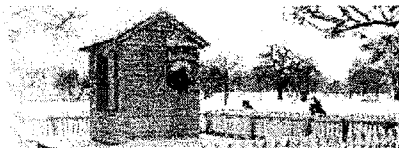
Would you like ☐ Status ☐ Status, Tax & History Information

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Entity Details

THIS IS NOT A STATEMENT OF GOOD STANDING

File Number: 0613710 **Incorporation Date /** 07/27/1964
Formation Date: (mm/dd/yyyy)
Entity Name: HUSKY OIL COMPANY
Entity Kind: CORPORATION **Entity Type:** GENERAL
Residency: DOMESTIC **State:** DE

REGISTERED AGENT INFORMATION

Name: UNITED STATES CORPORATION COMPANY
Address: 2711 CENTERVILLE ROAD SUITE 400
City: WILMINGTON **County:** NEW CASTLE
State: DE **Postal Code:** 19808
Phone: (302)636-5400

Additional Information is available for a fee. You can retrieve Status for a fee of \$10.00 or more detailed information including current franchise tax assessment, current filing history and more for a fee of \$20.00.

Would you like ☐ Status ☐ Status, Tax & History Information

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ADMINISTRATIVE
931

STOCK PURCHASE AGREEMENT

Between

HUSKY OIL LTD.

and

MARATHON OIL COMPANY

With Respect to the

Shares of

HUSKY OIL COMPANY

Dated March 28, 1984

RECEIVED

MAR 30 1984

TITLE & CONTRACT DEPT
FINDLAY, OHIO

3

STOCK PURCHASE AGREEMENT

THIS AGREEMENT dated as of March 28, 1984, between Marathon Oil Company, an Ohio corporation ("BUYER") and Husky Oil Ltd., a corporation organized under the laws of Canada ("SELLER").

WITNESSETH:

WHEREAS, SELLER is the owner of all of the issued and outstanding capital stock of Husky Oil Company, a Delaware corporation ("HOC"); and

WHEREAS, HOC is an integrated petroleum company engaged primarily in (i) the exploration for and production of crude oil and natural gas ("E&P Business"); and (ii) the transportation and refining of crude oil and the transportation and wholesale and retail marketing of refined products (the "RMT Business"); and

WHEREAS, subject to and in accordance with the provisions of this Agreement, BUYER desires to purchase and acquire and SELLER desires to sell and transfer the common shares which comprise all of the issued and outstanding shares of capital stock of HOC (the "SHARES");

9.	Names of Banks and Other Financial Institutions	2.13
10.	Employee Benefit Plans and Other Compensation Arrangements	2.14
11.	Patents and Trademarks	2.15
12.	Insurance Contracts and Coverage	2.16
13.	Litigation, Investigations and Claims	2.17
14.	Guarantees	2.25
15.	List of RMT Assets	6.02

II

REPRESENTATIONS AND WARRANTIES OF SELLER

SELLER makes the following representations and warranties to BUYER, each of which shall be deemed to be material to this transaction.

2.01 Organization and Status of HOC. HOC is a duly organized corporation, validly existing and in good standing under the laws of the State of Delaware. HOC owns all of the issued and outstanding capital stock of the subsidiaries (other than any qualifying shares as separately indicated) listed in Exhibit 1 (together "Included Subsidiaries" and individually "Included Subsidiary"). HOC and each such Included Subsidiary is duly qualified and properly authorized

EXHIBIT 1

TO AGREEMENT OF MARCH 28, 1984

LIST OF INCLUDED SUBSIDIARIES

<u>Subsidiaries</u>	<u>No. of Shares Authorized</u>	<u>No of Shares Issued</u>
Husky Oil (UK) Limited	100 shares common 1 L par value each	99 owned by HOC 1 owned by R. Stroth
Husky (Germany) Oil, Inc.	10,000 shares common \$10 par value each	1,000 shares
Husky Oil (Palawan) Inc.	10,000 shares common \$10 par value each	1,000 shares
Husky (Philippines) Oil, Inc.	10,000 shares common \$10 par value each	1,000 shares
The Husky Petroleum Corporation	100,000 shares common \$1 par value	10,000 shares

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- (c) Agree with such acquirer to a division of the assets of HOC's pension plans to reflect the pension liabilities for employees of HOC transferred to such acquirer; and
- (d) Grant, subject to HOC's existing contractual commitments, to such acquirer the right to purchase from HOC up to 11,000 barrels per day of crude production (for its own requirement) until December 31, 1984.

6.03. Husky Oil NPR Operations, Inc. Subject to BUYER's approval as hereinafter provided, on or prior to the Closing Date, SELLER shall cause HOC to dispose of all the shares of stock of Husky Oil NPR Operations, Inc.

6.04. Husky Aviation Company. Subject to BUYER's approval as hereinafter provided, on or prior to the Closing Date, SELLER shall cause Husky Aviation Company to become a wholly owned subsidiary of HOC and at such time it will own all of the assets and tangible property it owned on December 31, 1983, and shall be considered for purposes of this Agreement an Included Subsidiary.

6.05. Review and Approvals of Buyer. SELLER shall furnish BUYER for its review and approval, all contracts and other documents which SELLER proposes to utilize in effecting the distribution of RMT Assets as required by Section 6.02

Draft 5/30/84

MARATHON OIL COMPANY

ADMINISTRATIVE 931

CLOSING MEMORANDUM

Purchase by Marathon Oil Company
of all the Stock of
Husky Oil Company
and Related Transactions

May 31, 1984

MEMORANDUM OF CLOSINGPurchase by Marathon Oil Company
of all the Stock of Husky Oil
Company and Related TransactionsI. The Closing; Time and Place

This memorandum summarizes the closing (the "Closing") pursuant to the Stock Purchase Agreement (the "Agreement") dated as of March 28, 1984 between Marathon Oil Company, an Ohio corporation ("Marathon"), and Husky Oil Ltd., a corporation organized under the laws of Canada ("Husky"), of the purchase by Marathon from Husky of all of the issued and outstanding shares of stock of Husky Oil Company, a Delaware corporation ("HOC"). The closing was held on Thursday, May 31, 1984, at 10:00 A.M. local time, at the offices of Paul, Weiss, Rifkind, Wharton & Garrison, 345 Park Avenue, New York, New York 10154. Except as otherwise provided herein, terms that are defined in the Agreement are used herein with the same meanings therein ascribed to them.

This memorandum also summarizes the closings, at the same place and date, of certain related transactions undertaken pursuant to Section 6 of the Agreement, in which Husky agreed to cause HOC to divest itself of certain assets prior to the

MARATHON OIL COMPANY

ADMINISTRATIVE 931

Closing. These transactions included:

(i) the closing, pursuant to an Asset Purchase Agreement (the "RMT Agreement") dated May 30, 1984, between HOC, as seller, and RMT Properties Inc., a Delaware corporation ("RMT"), as buyer, for the transfer of certain assets and liabilities of HOC to RMT;

(ii) the execution and closing of an Asset Purchase Agreement (the "OA Agreement") by and between HOC, as seller, and OA Inc., a Delaware corporation ("OA"), as buyer, for the transfer of certain assets and liabilities of HOC to OA;

(iii) the execution and closing of an Asset Purchase Agreement (the "T.J. Pounder Agreement") by and between HOC, as seller, and T.J. Pounder & Co. U.S. Inc., a North Dakota corporation ("T.J. Pounder"), as buyer for the transfer of certain assets and liabilities of HOC to T.J. Pounder;

(iv) the execution and closing of an Asset Purchase Agreement (the "Tank Sale Agreement") by and between Husky Pipeline Company, a Delaware corporation ("HPC"), as seller, and T. J. Pounder, as buyer, for the transfer of certain storage tanks and related assets and liabilities; and

(v) the execution and closing of a Stock Purchase Agreement (the "HPC/NPR Agreement") by and between Husky, as buyer, and HOC, as seller, for the transfer of all of the outstanding shares of HPC and of Husky Oil NPR Operations, Inc., a Delaware corporation ("NPR").